

**MIDTOWN ALEXANDRIA STATION CONDOMINIUM ASSOCIATION  
ADMINISTRATIVE RESOLUTION NO. 08-06**

**TRANSITION COMMITTEE CHARTER**

Establishing the structure and responsibilities of the Transition Committee

**WHEREAS**, Article 3, Section 3.1 of the Bylaws states that "The Board of Directors shall have all of the powers and duties necessary for the administration of the affairs of the Unit Owners Association and may do all such acts and things as are not by the Condominium Act or the condominium instruments required to be exercised and done by the Association;" and

**WHEREAS**, Section 55-79.74 of the Virginia Condominium Act requires transition of the Association from Declarant-control to Unit Owner-control to occur upon three-fourths conveyance of the undivided common element interests to bona fide purchasers; and

**WHEREAS**, the Board wishes to create a Committee to advise and assist the Board in developing and implementing plans for the transition of control of the Association from the Declarant to the Unit Owners.

**NOW, THEREFORE, THE BOARD RESOLVES THAT** a Transition Committee be established consisting of three (3) individuals, and that the following responsibilities and procedures for this Committee be adopted and implemented herewith:

**RESPONSIBILITY**

The primary responsibility of the Committee is to supervise the transition of the Association from Declarant-control to Unit-Owner control and to advise the Board of the transition process. In fulfilling its responsibilities, the Committee shall perform functions, which include, but are not necessarily limited to the following:

- a. Prepare a transition schedule.
- b. Provide recommendations to the Board through Management concerning transition related tasks.
- c. Recommend a qualified firm to perform a transition study for inspection of the structural and mechanical components of the building to insure all systems are within normal standards when conveyed to the Association from the Declarant.
- d. Recommend a qualified firm to perform an initial reserve study.
- e. Recommend a qualified auditing firm to perform a full audit of the Association's financial records upon transition from Declarant control to homeowner control.
- f. Review the financial records of the Association, including the transition audit, to

determine whether the Declarant has met its obligation for the payment of assessments.

- g. With the assistance of legal counsel and Management, verify the Association obtained all required and desired records to include executed contracts, as-built plans, warranty information, operations manuals, etc. from the Declarant.
- h. Review transition reports as submitted by all related parties and assist in developing a deficiency correction schedule.
- i. Represent the Board of Directors in addressing issues relating to the construction issues of the Condominium, including those relating to the warranty on the construction of the Condominium.
- j. Review all contracts entered into by the Declarant during the Declarant Control Period and make a recommendation to the Board of Directors as to whether each of such contracts should be terminated or renewed.

## **II. ELIGIBILITY**

- A. Transition Committee candidates and members shall be property owners in good standing or tenants of units where the unit owners are in good standing. Good standing shall be defined as the absence of any liens, privilege penalty, assessment delinquency, architectural or covenants violation, or legal action enacted by the Association.
- B. A member shall not serve on more than one (1) committee at a time. There shall not be more than one (1) member of a household serving on the same committee at the same time.

## **III. NUMBER OF MEMBERS & LENGTH OF TERM**

- A. The total number of members of the Transition Committee shall be three (3) to (5).
- B. Transition Committee seat terms are for one (1) year.
- C. The Board shall make appointments to the Transition Committee as terms expire or vacancies arise thereafter.

## **IV. APPOINTMENT**

- A. The initial members and Chair of the Committee shall be appointed by a majority vote of the Board of Directors within sixty (60) days of the approval of this Resolution. Thereafter, beginning with the first annual meeting that occurs at least one (1) year from the date of appointment of the initial members of the committee, the Board of Directors will appoint Committee members and the Chair each year at the first Board meeting held after the Annual Meeting. The Board of Directors may make additional appointments



throughout the year if vacancies occur.

- B. Recruitment of candidates may be done through the newsletter and/or the Association's website, announcement at the Annual Meeting or by any other means deemed appropriate by the Board. Transition Committee vacancies shall be publicized at least once in the Association newsletter and on the Association website, to the extent there is one, prior to being filled.
- C. Owners interested in being appointed must submit their written request for appointment to the Managing Agent. Committee members in good standing are eligible for reappointment.
- D. Once the Managing Agent determines that an owner is eligible to be appointed, the Managing Agent shall forward a copy of the written request to the Committee Chairperson.
- E. The Transition Committee may make recommendations to the Board on the appointment of eligible Committee members.
- F. Following receipt of the Transition Committee's recommendation, the Board shall, in its sole discretion, appoint persons to serve on the Transition Committee to fill any existing vacancy. Any person appointed to the Transition Committee to fill a vacancy created by the removal or resignation of a Transition Committee member shall serve the remainder of the predecessor member's term.
- G. No owner shall continue to serve as a Transition Committee member if such owner is more than sixty (60) days delinquent in meeting financial obligations of the Association.
- H. If the Chairperson believes that an eligible owner who has requested appointment should not be appointed or that a sitting Transition Committee member should be removed for reasons other than failure to attend three (3) consecutive meetings, then the Transition Committee Chairperson shall submit the matter for consideration by the Board of Directors at its next regularly scheduled meeting.
- I. Transition Committee members will be provided a copy of this Charter within a reasonable period of time following their appointment.

## **V. REMOVAL**

- A. The Board of Directors may remove any Committee member, including the Committee Chairperson, with or without cause upon three (3) days written notice.
- B. The Committee may make recommendations to the Board of Directors regarding the removal of Committee members upon a majority vote of the committee.
- C. With the consent of the Board, a Committee member may be removed, upon written

notice from the Committee chairperson, for failure to attend three consecutive Committee meetings.

## **VI. COMMITTEE OFFICERS**

- A. The Board shall appoint the Chairperson of the Transition Committee, whose term as Chair shall be one year. Members of the Committee may make recommendations to the Board of Directors for the appointment of a Chairperson. Other officers of the Committee may be elected by the Committee membership. At a minimum, the Committee shall elect a Secretary who shall be responsible for recording accurate minutes of the committee's meetings and submitting them to the Managing Agent, in a timely manner, for inclusion in the monthly Board meeting package. Minutes shall include a record of the date, time and place of each meeting. Minutes shall also include a record of Committee member attendance and all votes of the Committee.
- B. The Chairperson, or the Committee member who is his or her designee, shall be responsible for chairing meetings of the Committee.

## **VII. MEETINGS**

- A. The Transition Committee shall meet on a monthly basis. The Transition Committee shall publish an annual calendar of meetings. All Transition Committee meetings shall be open to owners and be held at a recognized place of the Association.
- B. The Chairperson may call special meetings of the Transition Committee upon three (3) business days notice provided that notice is provided to the Transition Committee members stating the purpose of the meeting. Advanced notice of a special meeting is deemed waived if consented to by all members of the Transition Committee or if all members of the Transition Committee are present at such special meeting.
- C. A quorum of members must be present in order to convene a meeting or conduct business. A quorum shall be present if the majority of the current Committee members are present at any regularly scheduled or special Committee meeting. If the Committee is unable to convene a meeting due to lack of a quorum, the Committee Chairperson may do one of the following:
  - 1. Reschedule the meeting; or
  - 2. Adjourn the meeting to the next regularly scheduled meeting date.
- D. The vote of a majority of Transition Committee members present at a meeting with a quorum present shall constitute the decision of the Committee if possible. All voting shall be conducted in open session.
- E. The committee Chairperson shall designate a time period on each meeting agenda for resident input.



- F. Minutes shall be taken at every meeting. Minutes shall show attendance, issues raised, votes cast by each member present, and any decisions made by the Facility & Grounds Committee.
- G. Minutes shall be forwarded to the Managing Agent at least one week prior to the monthly Board meeting if possible for inclusion in the monthly report to the Board of Directors. Approved meeting minutes will be kept on file for review by owners.
- H. Committee and subcommittee members shall not use inappropriate language or verbal tone during their debate of the issues. Any actions (including physical gestures or body language) or comments designed to insult, demean, or attack the personal character of any member of the committee, subcommittee, the Committee or subcommittee as an entity or any person in attendance shall be strictly prohibited. Committee and subcommittee members owe a special duty of civility to the Association's membership and shall be particularly courteous to the individual members at all times during official functions of the Association.

### **VIII. DUTIES OF THE CHAIR**

The duties of the Chairperson shall include, but may not be limited to the following:

- A. Develop the annual meeting calendar;
- B. Prepare meeting agendas;
- C. Preside over meetings;
- D. Provide each Committee member an opportunity for input;
- E. Ensure Committee members and those attending the meeting are treated fairly and with respect, including when necessary ordering offending members or other attendees to leave the Committee meeting;
- F. Assign Committee members tasks as necessary;
- G. Submit meeting minutes to the Board of Directors as stipulated above;
- H. Serve as the liaison to the Board and represent the Transition Committee to the Board on any matters;
- I. Serve as the liaison to the Managing Agent and represent the Transition Committee at any meetings with the Managing Agent;
- J. Ensure that the Transition Committee is performing duties as detailed in this resolution and requested by the Board of Directors.

## IX. COMMUNICATIONS

- A. In the interest of ensuring strong communications between the Board of Directors and the Transition Committee, it is expected that the Committee Chairperson, or the Committee member who is his or her designee, will attend each regularly scheduled business meeting of the Board of Directors. The Committee representative will present Committee recommendations, update the Board on the status of pending Committee tasks, request assistance from the Board, as needed, and answer any questions the Board may have regarding committee assignments.
- B. The Committee is expected to maintain regular communications with the designated Board liaison.
- C. It is expected that the Committee will communicate its activities to the membership periodically through the newsletter and/or internet website and other communication vehicles of the association.

Enacted this 21<sup>st</sup> day of April, 2008.

THE MIDTOWN ALEXANDRIA STATION  
CONDOMINIUM ASSOCIATION

By   
President